

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

	)	PROMESA
In re	)	Title III
)	
THE FINANCIAL OVERSIGHT AND	)	No. 17 BK 3283-LTS
MANAGEMENT BOARD FOR PUERTO RICO,)	
	)	(Jointly Administered)
)	
As a representative of	)	Re: ECF Nos. 4232, 4240, 5778, 5985,
	)	5799, 5777, 5784, 5786, 5787, 5806,
	)	5819, 5821, and 5776
THE COMMONWEALTH OF PUERTO RICO)	
<i>et al.</i>,	)	Hearing date: June 12, 2019 at 9:30 a.m.
	)	(Atlantic Standard Time)
	)	Objections filed: none
Debtors. ¹)	
)	

**FEE EXAMINER'S FIFTH INTERIM REPORT ON
PROFESSIONAL FEES AND EXPENSES
(OCTOBER 1, 2018-JANUARY 31, 2019)**

I. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE FIFTH INTERIM AND PRIOR COMPENSATION PERIODS

II. NOTICE OF DEFERRAL OF SPECIFIC THIRD, FOURTH, AND FIFTH APPLICATIONS FOR CONSIDERATION AT THE JULY 24, 2019 OMNIBUS HEARING OR AT A LATER DATE

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

INTRODUCTION

Early in these proceedings, the Fee Examiner and counsel held an introductory open meeting for the 35 professional firms then subject to the Title III review process and sections 316 and 317 of PROMESA. A similar session will take place the afternoon before the June 12, 2019 omnibus hearing to give professionals another opportunity to ask questions, voice concerns, and generally strengthen the dialogue between the Fee Examiner and professionals.

Since that first session, the number of professionals subject to review has grown to 50 firms and the total fees and expenses submitted for review has grown beyond \$400 million. In many instances, for many professionals, the review process has become more familiar—easier, if not easy, to navigate. To date, neither the Fee Examiner nor any other party in interest has found it necessary to file an objection—though any party in interest may do so and the Fee Examiner has reserved the right to object on the basis of issues that are familiar to the Court, including duplication of efforts, overstaffing, and rate increases.

Litigation is growing dramatically as are the day-to-day tactical and strategic and billing judgments required of professionals. The professional fee burden on the Commonwealth increases dramatically as litigation proliferates. In addition, the pending Rule 9019 motion to approve the PREPA restructuring support agreement, and similar agreements expected from other debtors, raises the potential for significant additional obligations for the professional fees sought by plan supporters. The Fee Examiner continues to discuss these issues with the parties.

SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim*

Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 3269] (the “Interim Compensation Order”), that the Fee Examiner and the applicants listed on **Exhibit B** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the July 24, 2019 omnibus hearing or another date convenient for the Court.

PRESUMPTIVE STANDARDS MOTION: RATE INCREASES

At the December 19, 2018 hearing, the Court denied without prejudice the *Fee Examiner’s Motion to Impose Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or Other Sub-Retained Professionals* (the “**Motion**”) [Dkt. No. 4370], explicitly inviting the resubmission of a proposed order after additional analysis and discussion with the professionals.² The Fee Examiner and counsel have done that and, on June 4, 2019, submitted a revised form of order with the *Informative Motion of the Fee Examiner Submitting Revised Proposed Order Imposing Additional Presumptive Standards* [Dkt. No. 7214], reflecting the Court’s comments and the diverse circumstances of many professionals. The Fee Examiner is unaware of any objection to the new form of order, which again has been widely circulated.

The fifth interim fee period, concluding with January 31, 2019, included fees attributable to hourly rate increases for many professionals. In all instances, the Fee Examiner’s recommendations and negotiated resolutions have applied the standards outlined in the revised form of presumptive standards order. Professionals either have provided adequate justification for rate increases above the rate of inflation or have accepted deductions to their fifth interim fees to accommodate the rate increase concerns.

² “[I]t is my intention to impose on you, and impose on everyone, to have another round of discussions....” December 19, 2018 Tr. at 11.

FIFTH INTERIM FEE PERIOD OBSERVATIONS

This Report addresses some of the professional fees and expenses timely submitted for approval and subject to review and recommendation for the Fifth Interim Fee Period (October 1, 2018 – January 31, 2019), along with held over applications from prior interim periods. The Fee Examiner has continued to see improved compliance from most professionals with the standards and guidelines imposed since the outset, with many professionals pre-emptively removing charges and expenses from their fee applications that otherwise might have been the subject of Fee Examiner objections.

The Oversight Board's establishment of the Special Claims Committee on August 28, 2018 and the two stipulations governing the procedures for bringing more than 200 recently filed adversary proceedings already have been the subject of separate comments from the Fee Examiner. *See Fee Examiner's Limited Response and Reservation of Rights with Respect to Urgent Joint Motion and Stipulation Regarding Joint Prosecution of Debtor Causes of Action* [Dkt. No. 6331] and *Fee Examiner's Limited Response and Reservation of Rights with Respect to Urgent Joint Motion for Entry of Order Approving Stipulation and Agreed Order Related to Joint Prosecution of Certain Causes of Action of HTA and ERS* [Dkt. No. 6906]. The Fee Examiner and counsel also have had separate discussions with counsel for the Special Claims Committee and the Creditors' Committee about duplicative efforts.

This report reiterates that, notwithstanding the approval of the two joint prosecution agreements, the Fee Examiner remains concerned about the potential for inefficiency and duplication of efforts in the management of this significant portfolio of litigation. The Special Claims Committee itself has retained at least four of its own professionals, including Brown Rudnick, LLP (counsel); Gierbolini & Carrol (counsel); Estrella LLC (Puerto Rico counsel); and DiCicco, Gulman & Company, LLP (financial advisor). The UCC has hired at least one

additional professional to work on the adversary cases, Genovese, Joblove & Battista (special litigation counsel). Some of these new professionals have submitted fee applications, but the Fee Examiner has deferred their consideration to allow a more comprehensive evaluation of the issue of duplication and for a detailed comparison of the tasks delegated to each new professional.

Filsinger Energy Partners

With this Report, the Fee Examiner recommends the approval of the fourth and fifth interim fee applications of Filsinger Energy Partners. As noted in prior reports, AAFAF and PREPA retained Filsinger post-hurricanes in December 2017 to serve as the Chief Financial Advisor to PREPA, with responsibility for a range of functions including budgeting, cash management, the development of operational reforms, coordinating federal disaster recovery funding and compliance requirements, advising on fiscal and transformation plans and projections, and—ultimately—implementing the fiscal and transformation plans.

The Fee Examiner has elected not to evaluate strictly Filsinger's compliance with the standards and guidelines. The reasons for this are three-fold. First, the vast majority of Filsinger's work relates to storm remediation and recovery, coordinating with FEMA and other disaster relief and assessing and rebuilding the island's electrical grid. None of that work is related directly to the Title III cases and, as such, is not subject to the requirements of PROMESA Section 316 and 317.³ Second, the nature of Filsinger's work is such that compliance with traditional bankruptcy billing guidelines for lawyers is neither practical nor reasonable. The operational nature of Filsinger's work means much of it takes place in the field, in a setting where .1 hour timekeeping would add no value and simply create additional burden

³ Indeed, a significant portion of Filsinger's fees may be reimbursed by FEMA and, thus, would not be borne by PREPA.

for the professionals. Finally, given the controversy inherent in PREPA's recovery and transformation and the critical nature of the information about the island's energy infrastructure, more detailed timekeeping would result in the need for hours of redaction, adding administrative burden but little else.

On several island visits, the Fee Examiner and counsel have spent time with the Filsinger team, including in the field, studied some of Filsinger's publicly-available work product, and reviewed the firm's time entries for authenticity and accuracy to the extent possible. The Fee Examiner has verified compliance with PREPA's contractual expense guidelines. However, he has not applied all of the standards applicable to other professionals and does not intend to do so unless the nature of Filsinger's work shifts significantly from an operational role to a restructuring advisory role.

Post-Effective Date COFINA fees

COFINA's plan of adjustment became effective on February 12, 2019 and requires the filing of final fee applications by June 12, 2109. The Fee Examiner intends to report on final fee applications for work performed through the effective date in connection with the October 30, 2019 omnibus hearing. AAFAF recently informed the Fee Examiner that the Puerto Rico government will require a Court-supervised process for the approval of post-effective date COFINA fees, and the Fee Examiner is working with AAFAF and its counsel to develop a protocol for the Court's consideration of these fees.

Remaining Professionals

With respect to the other interim applications recommended for approval, no objections have been filed to any of them. **Exhibit A** attached here lists all of the Fifth (and prior deferred) Interim Fee Period applications now recommended for approval and the recommended adjustments to each of them.

Where deviation from the guidelines and presumptions occurs, the professional has made a showing sufficient to answer initial questions and challenges. **Exhibit B** lists applications recommended for deferral as well as applications filed after the Fee Examiner's deadline or applications initially supported by incomplete data or documentation. Like every fee and expense application, whenever submitted, they all remain subject to Court approval of final applications at the conclusion of these proceedings. As negotiations continue, this Report and **Exhibit A** may be supplemented and proposed orders submitted through June 12, 2019.

RELIEF REQUESTED

For the reasons stated in this report, and in the absence of any objection, the Fee Examiner recommends that the Court approve under PROMESA sections 316 and 317 the Applications listed on **Exhibit A** and permit the deferral of the other applications listed on **Exhibit B** to the omnibus hearing scheduled for July 24, 2019 or a later date.

Dated: June 5, 2019.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Vilmarys M. Quiñones Cintrón
Eyck O. Lugo
Vilmarys M. Quiñones Cintrón
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Telephone: (787) 522-2000
Facsimile: (787) 522-2010

Puerto Rico Counsel for Fee Examiner

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Brady C. Williamson (*Pro Hac Vice*)
Fee Examiner

Katherine Stadler (*Pro Hac Vice*)
Counsel for the Fee Examiner

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Fourth - Fifth Interim Fee Period Applications Recommended:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Puerto Rico Counsel to PREPA</i>							
1	Cancio, Nadal, Rivera & Diaz, PSC [Dkt. No. 4232 -- 17-04780 Dkt. No. 1021]	6/01 - 9/30/2018	\$ 378,910.00	\$ 7,142.25	\$ 133.13	\$ -	\$ 371,767.75	\$ 133.13
	<i>Chief Financial Advisor to PREPA</i>							
2	Filsinger Energy Partners [Dkt. No. 4240 -- 17-04780 Dkt. No. 1022]	6/01 - 9/30/2018	\$ 4,658,183.60	\$ -	\$ 343,922.99	\$ -	\$ 4,658,183.60	\$ 343,922.99
	<i>Special Counsel to FOMB</i>							
3	Luskin Stern & Eisler LLP [Dkt. No. 5778]	10/1/2018 - 1/31/2019	\$ 547,219.50	\$ 605.50	\$ 1,314.13	\$ 2.62	\$ 546,614.00	\$ 1,311.51
	<i>Local Claims Counsel for FOMB</i>							
4	Estrella, LLC [Dkt. No. 5985]	10/1/2018 - 1/31/2019	\$ 21,876.00	\$ 355.00	\$ 1,208.26	\$ -	\$ 21,521.00	\$ 1,208.26
	<i>Chief Financial Advisor to PREPA</i>							
5	Filsinger Energy Partners [Dkt. No. 5799 and 17-04780 Dkt. No. 1131]	10/1/2018 - 1/31/2019	\$ 4,614,400.90	\$ -	\$ 297,381.32	\$ -	\$ 4,614,400.90	\$ 297,381.32
	<i>Financial Consultant to AAFAF</i>							
6	Bluhaus Capital LLC [Dkt. No. 5777]	10/1/2018 - 1/31/2019	\$ 520,000.00	\$ -	\$ -	\$ -	\$ 520,000.00	\$ -
	<i>Puerto Rico Counsel for COFINA Agent</i>							
7	Nilda M. Navarro-Cabrera [Dkt. No. 5784]	10/1/2018 - 2/12/2019	\$ 61,737.50	\$ -	\$ 24.78	\$ -	\$ 61,737.50	\$ 24.78
	<i>Information Agent to the Official Committee of Retired Employees</i>							
8	Marchand ICS Group [Dkt. No. 5786]	10/1/2018 - 1/31/2019	\$ 64,746.00	\$ -	\$ 1,492.90	\$ -	\$ 64,746.00	\$ 1,492.90
	<i>Members of the Official Committee of Retired Employees</i>							
9	Retired Employees Committee Members [Dkt. No. 5787]	10/1/2018 - 1/31/2019	\$ -	\$ -	\$ 286.75	\$ -	\$ -	\$ 286.75
	<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>							
10	Segal Consulting [Dkt. No. 5806]	10/1/2018 - 1/31/2019	\$ 312,422.00	\$ 2,846.65	\$ 1,237.68	\$ 154.27	\$ 309,575.35	\$ 1,083.41
	<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
11	Kroma Advertising Inc. [Dkt. No. 5819]	9/16/2018 - 1/15/2019	\$ 120,000.00	\$ -	\$ -	\$ -	\$ 120,000.00	\$ -
	<i>Member of the Official Committee of Unsecured Creditors</i>							
12	American Federation of Teachers [Dkt. No. 5821]	1/1/2018 - 12/31/2018	\$ -	\$ -	\$ 3,235.10	\$ -	0	\$ 3,235.10
	<i>Financial Advisor to the Mediation Team</i>							
13	Phoenix Management Services, LLC [Dkt. No. 5776]	10/1/2018 - 2/3/2019	\$ 132,756.50	\$ 225.00	\$ -	\$ -	\$ 132,531.50	\$ -

Second - Fifth Interim Fee Period Applications Deferred to July 24, 2019

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Financial Advisors to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>							
1-a Ankura Consulting Group, LLC [Dkt. No. 2751]	10/01 - 1/31/2018	\$ 3,937,979.00		\$ 175,457.10			
<i>Financial Advisors to PREPA</i>							
1-b Ankura Consulting Group, LLC [Dkt. No. 2755]	10/01 - 1/31/2018	\$ 3,475,283.50		\$ 153,684.90			
<i>Financial Advisors to Commonwealth</i>							
2-a Ankura Consulting Group LLC [Dkt. No. 3564]	2/01 - 5/31/2018	\$ 2,002,323.50		\$ 128,217.60			
<i>Financial Advisors to PREPA</i>							
2-b Ankura Consulting Group LLC [17-04780 Dkt. No. 918; First Amended Dkt. No. 3658]	2/01 - 5/31/2018	\$ 3,325,832.00		\$ 261,639.11			
<i>Investment Banker and Financial Advisor to FOMB</i>							
3 Citigroup Global Markets Inc. [Dkt. No. 4020]	2/01 - 5/31/2018	\$ 1,803,571.43		\$ 40,912.98			
<i>Bankruptcy Counsel to Debtors - Commonwealth</i>							
4-a Proskauer Rose LLP [Dkt. No. 4280]	6/01 - 9/30/2018	\$ 8,001,864.20		\$ 228,540.36			
<i>Bankruptcy Counsel to Debtors - COFINA</i>							
4-b Proskauer Rose LLP [Dkt. No.4279 -- 17-03284 Dkt. No. 348]	6/01 - 9/30/2018	\$ 1,177,407.10		\$ 59,541.78			
<i>Counsel for Debtors - HTA</i>							
4-c Proskauer Rose [Dkt. No. 4284 -- 17-03567 Dkt. No. 528]	6/01 - 9/01/2018	\$ 1,349,179.70		\$ 40,907.03			
<i>Counsel for Debtors - ERS</i>							
4-d Proskauer Rose [Dkt. No. 4292 -- 17-03566 Dkt. No. 345]	6/01 - 9/30/2018	\$ 624,262.00		\$ 10,753.07			
<i>Counsel for Debtors - PREPA</i>							
4-e Proskauer Rose [Dkt. No. 4287 -- 17-04780 Dkt. No. 1026]	6/01 - 9/30/2018	\$ 1,081,438.70		\$ 28,931.16			
<i>Financial Advisors to Commonwealth</i>							
5-a Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
<i>Financial Advisors to PREPA</i>							
5-b Ankura Consulting Group, LLC [Dkt. No. 1048 (17-04780)]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
<i>Investment Banker and Financial Advisor to FOMB</i>							
6 Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
<i>Financial Advisor and Investment Banker to AAFAF</i>							
7 Rothschild & Co US Inc. [Dkt. No. 4260]	6/01 - 9/30/2018	PREVIOUSLY	APPROVED	\$ 63,468.70			
<i>Counsel to AAFAF - Commonwealth</i>							
8-a O'Melveny & Myers [Dkt. No. 4298]	6/01 - 9/30/2018	\$ 4,967,118.86		\$ 125,613.01			
<i>Counsel to AAFAF - COFINA</i>							
8-b O'Melveny & Myers [Dkt. No. 4283 -- 17-03284 Dkt. No. 350]	6/01 - 9/30/2018	\$ 1,339,632.66		\$ 4,436.91			
<i>Counsel to AAFAF - HTA</i>							
8-c O'Melveny & Myers [Dkt. No. 4286 -- 17-3567 Dkt. No. 527]	6/01 - 9/30/2018	\$ 54,282.40		\$ 1,225.20			
<i>Counsel for AAFAF - ERS</i>							
8-d O'Melveny & Myers [Dkt. No. 4288 -- 17-03566 Dkt. No. 346]	6/01 - 9/30/2018	\$ 184,302.74		\$ 5,587.39			

Second - Fifth Interim Fee Period Applications Deferred to July 24, 2019

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Counsel to AAFAF - PREPA</i>							
8-e O'Melveny & Myers [Dkt. No. 4327 -- 17-04780 Dkt. No. 1030]	8/10 - 9/30/2018	\$ 407,832.68		\$ 4,650.14			
<i>Bankruptcy Counsel to Debtors - Commonwealth</i>							
9-a Proskauer Rose LLP [Dkt. No. 7045]	10/1/2018 - 1/31/2019	\$ 7,039,833.22		\$ 286,789.32			
<i>Bankruptcy Counsel to Debtors - COFINA</i>							
9-b Proskauer Rose LLP [Dkt. No. 7054 -- 17-03284 Dkt. No. 636]	10/1/2018 - 2/12/2019	\$ 4,598,569.08		\$ 93,096.52			
<i>Counsel for Debtors - HTA</i>							
9-c Proskauer Rose [Dkt. No. 7047 -- 17-03567 Dkt. No. 565]	10/1/2018 - 1/31/2019	\$ 913,485.37		\$ 43,161.01			
<i>Counsel for Debtors - ERS</i>							
9-d Proskauer Rose [Dkt. No. 7049 -- 17-03566 Dkt. No. 521]	10/1/2018 - 1/31/2019	\$ 764,444.39		\$ 49,023.60			
<i>Counsel for Debtors - PREPA</i>							
9-e Proskauer Rose [Dkt. No. 7052 -- 17-04780 Dkt. No. 1247]	10/1/2018 - 1/31/2019	\$ 2,690,790.26		\$ 78,301.24			
<i>Financial Advisor to FOMB</i>							
10 Ernst & Young LLP [Dkt. No. 5808]	10/1/2018 - 1/31/2019	\$ 3,053,407.50		\$ 121,966.01			
<i>FOMB - Special Claims Committee</i>							
11 Brown Rudnick LLP [Dkt. No. 5705]	11/28/2018 - 1/31/2019	\$ 1,567,375.50		\$ 64,470.84			
<i>Advisor FOMB - COFINA</i>							
12-a Alvarez & Marsal [Dkt. No. 5789 and 17-03284 Dkt. No. 623]	10/1/2018 - 1/31/2019	\$ 358,890.75		\$ -			
<i>Advisor FOMB - Commonwealth</i>							
12-b Alvarez & Marsal [Dkt. No. 5793]	10/1/2018 - 1/31/2019	\$ 1,997,295.75		\$ 22,518.22			
<i>Advisor FOMB - ERS</i>							
12-c Alvarez & Marsal [Dkt. No. 5795 and 17-03566 Dkt. No. 396]	10/1/2018 - 1/31/2019	\$ 282,318.75		\$ -			
<i>Advisor FOMB - HTA</i>							
12-d Alvarez & Marsal [Dkt. No. 5797]	10/1/2018 - 1/31/2019	\$ 178,886.25		\$ -			
<i>Macroeconomic Consultant to FOMB</i>							
13 Andrew Wolfe [Dkt. No. 6982]	10/1/2018 - 1/31/2019	\$ 100,000.00		\$ 3,235.85			
<i>Independent Forensic Analysis Team to FOMB</i>							
14 Duff & Phelps LLC [Dkt. No. 5800]	11/1/2018 - 1/31/2019	\$ 1,914,104.50		\$ 71,798.08			
<i>Consulting Services Provider to FOMB - PREPA</i>							
15-a McKinsey & Company, Inc. [Dkt. No. 5802 and 17-04780 Dkt. No. 1132]	10/1/2018 - 1/31/2019	\$ 2,960,000.00		\$ -			
<i>Consulting Services Provider to FOMB - Commonwealth</i>							
15-b McKinsey & Company, Inc. [Dkt. No. 5804]	10/1/2018 - 1/31/2019	\$ 5,670,000.00		\$ -			
<i>Consulting Services Provider to FOMB - HTA</i>							
15-c McKinsey & Company, Inc. [Dkt. No. 5805 and 17-03567 Dkt. No. 543]	10/1/2018 - 1/31/2019	\$ 1,240,000.00		\$ -			

Second - Fifth Interim Fee Period Applications Deferred to July 24, 2019

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel for PREPA</i>							
16	Greenberg Traurig [Dkt. No. 5716 and 17-04780 Dkt. No. 1129]	10/1/2018 - 1/31/2019	\$ 1,040,868.60		\$ 18,115.44			
	<i>Puerto Rico Counsel for PREPA</i>							
17	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-04780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Financial Advisors to PREPA</i>							
18	Ankura Consulting Group, LLC [Dkt. No. 1137 (17-04780)]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Special Debt Financing Counsel for PREPA</i>							
19	Norton Rose Fulbright US LLP [Dkt. No. 5717 and 17-04780 Dkt. No. 1130]	10/1/2018 - 1/31/2019	\$ 424,724.50		\$ -			
	<i>Counsel to AAFAF - PREPA</i>							
20-a	O'Melveny & Myers [Dkt. No. 6042 and 1147 (17-04780)]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
20-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
20-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
20-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
20-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
	<i>Counsel to AAFAF</i>							
21	DLA Piper [Dkt. No. 5801]	10/1/2018 - 1/31/2019	\$ 152,473.00		\$ 568.53			
	<i>Puerto Rico Counsel for AAFAF</i>							
22	Marini Pietrantonio Muniz LLC [Dkt. No. 5825]	10/1/2018 - 1/31/2019	\$ 302,011.65		\$ 5,930.22			
	<i>Macroeconomic Support Services to AAFAF</i>							
23	DevTech Systems, Inc. [Dkt. No. 5973]	8/1/2018 - 1/31/2019	\$ 610,457.65		\$ -			
	<i>COFINA Agent</i>							
24	Bettina Whyte [Dkt. No. 5780]	10/1/2018 - 2/12/2019	\$ 158,770.00		\$ 1,686.98			
	<i>Counsel to COFINA Agent</i>							
25	Willkie Farr & Gallagher LLP [Dkt. No. 5782]	10/1/2018 - 2/12/2019	\$ 522,279.50		\$ 13,607.57			
	<i>Special Municipal Bankruptcy Counsel for COFINA Agent</i>							
26	Klee Tuchin Bofdanoff & Stern LLP [Dkt. No. 5783]	10/1/2018 - 2/12/2019	\$ 279,280.50		\$ 379.61			
	<i>Service Agent for Debtors</i>							
27	EPIQ Corporate Restructuring, LLC and EPIQ eDiscovery Solutions [Dkt. No. 5917]	8/14/2018 - 11/30/2018	\$ 148,745.00		\$ 103,537.58			
	<i>Puerto Rico Counsel to FOMB</i>							
28	O'Neill & Borges LLC [Dkt. No. 6296]	10/1/2018 - 1/31/2019	\$ 418,754.85		\$ 6,604.94			
	<i>Counsel to the Official Committee of Retired Employees</i>							
29	Jenner & Block LLP [Dkt. No. 5781 CORRECTED by 5891]	10/1/2018 - 1/31/2019	\$ 1,600,680.36		\$ 70,178.13			

Second - Fifth Interim Fee Period Applications Deferred to July 24, 2019

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Financial Advisor to the Official Committee of Retired Employees</i>							
30	FTI Consulting Inc. [Dkt. No. 5785]	10/1/2018 - 1/31/2019	\$ 925,735.00		\$ 74,704.99			
	<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
31	Bennazar Garcia Milian C.S.P. [Dkt. No. 5811]	10/1/2018 - 1/31/2019	\$ 281,772.50		\$ 1,540.07			
	<i>Counsel to the Official Committee of Unsecured Creditors</i>							
32	Paul Hastings [Dkt. No. 5822]	10/1/2018 - 1/31/2019	\$ 3,637,669.19		\$ 89,404.29			
	<i>Puerto Rico Counsel for the Official Committee of Unsecured Creditors</i>							
33	Casillas Santiago & Torres LLC [Dkt. No. 5818]	10/1/2018 - 1/31/2019	\$ 237,277.00		\$ 6,690.07			
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
34	Zolfo Cooper LLC [Dkt. No. 5820]	10/1/2018 - 1/31/2019	\$ 1,523,426.50		\$ 8,668.60			